- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
- authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be

designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of June, 1994.

> Deborah M. Reusch Sole Incorporator

	RAL COMMUNICATION		3060 Est. Burde	d by OMB I-0048 en: 8 Hours	FCC USE ONLY		
T	LICATION FOR C 47 CFR 21, 23, 25 and 101			F CONTRO	L		
	1 - To be completed by Pe						
	Name of Corporate Permit			II.C			
_	Westlink Lice	ensee Corpo	ration			····	
ľ	Mailing Street Address or P. 1800 West Par				Call Sign or Other FCC lo	dentifier	
	Westborough,	•	dice 250		See Exhibit	1	
Ī	nternet Address	111 01301			BCC BAILDIC		
(b) F			ommon Carrier or Wire	less Telecommunio	cations Bureau Fee Filing Gui	des.	
Line No.	(1) Fee Type Code	(2) Fee Multiple	Fee Due for Fee	(3) Type Code in (b)(FCC USE ONLY		
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2	Dec absociac	ed ice ion	\$		=		
	L Il amounts in Column (3), lii	nes 1 and 2	<u> </u>		-		
Remi	t this amount with your a	pplication.	>> \$		<u> </u>		
	Permits or Licenses held by f Control is sought in this a			3. Name and S	Street Address or P. O. Box, C	City, State and	d ZIP Code
	li Sign (b) File Number		(d) No. of Stations		Shareholders of Arc	ch Commu	nications Grou
				1	st Park Drive,	Suite	250
See	e Exhibit 1				ough, MA 01581 Street Address or P. O. Box, C	ity State on	d 7ID Codo
				of Transfere		nty, State and	d ZIP Code
					nolders of Arch Com		
					st Park Drive,	Suite	250
	Name : 11 1 1 1 1 1 1 1 1			Westboro	ough, MA 01581	<u> </u>	
5. F	Permittee or Licensee repres That there is attached to company.		xhibit No. 2 a certif	<u> </u>	ough, MA 01581 icles of Incorporation (charter) of the perm	nittee or licensee
5. F	That there is attached to company.	o this application as Ex		ied copy of the Art			
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FCC 704 - Page 1 May 1998

-	III - To be completed by Transferee					
8.	Transferee is: (check one) INDIVIDUAL PARTNERSHIP		UNINCORPORATED	ASSO	CIATIO	ON
9.	Attach as Exhibit No. * a statement of transferee	s principal business. *See Section	n VII.D			
	Attach as Exhibit No. <u>*</u> a statement of the busine member if a partnership, and all principals if a corpora activity. *See Section VII.D	sses, employment, or activities, other than commution, are engaged, giving (a) nature of activity, (b) l				
		Place an "X" in the	appropriate column.	1	YES	NO
11.	s individual transferee, or if partnership each member	of partnership, a citizen of the United States?		>	N	/A
12.	s transferee or any party to this application a represer	tative of an alien or of a foreign government?		>		Х
	f transferee is a partnership, attach as Exhibit No details thereof.	one copy, properly certified of the partnership ag	greement, or if oral, complete		N	/A
	f transferee is a Corporation (including joint stock con					
	a. Under laws of what State or Country is it organized					
	(1) Attach as Exhibit No. * a certified copy of tr			See S	ectio	n VII.
	(2) Attach as Exhibit No. * the names, address stockholders owning and/or voting 10 percent of the stockholders of	ses and percentages of stock held by all principals of more of the transferee's stock. $*See_Sec$				
	o. Is any director of officer an alien?			<u>></u>		X
	 Is more than one-fifth of the capital stock owned of government or representatives thereof, or by a corp 			>		Х
	 Is transferee directly or indirectly controlled by an o of all such controlling corporations to and including o in 14a through c above. 			>		X
	e. Is transferee directly or indirectly controlled by any o aliens?	ther corporation of which any officer or more than o	ne-fourth of the directors are	>	-	Х
	Is more than one-fourth of the capital stock of any representatives, or by a foreign government or repr government?			>		Х
i	s transferee directly or indirectly interested in or affiliatine message telephone service? If "YES", and transferelating the facts.			>		X
i	f permittee or licensee holds any Multipoint Distributi interested in or affiliated with, or has leasing arrangem lescription of the relationship and a map showing over area, if any.	ents with a cable television company? If "YES", su	ıbmit as Exhibit No a	>	N	/A
	has transferee or any party to this application had an cense or renewal denied by the Commission? If "YES",			➤But	. se	X e
ć	has any court finally adjudged the transferee, or any person attempting unlawfully to monopolize radio communipparatus, exclusive traffic arrangement, or any other matterness relating the facts.	ication, directly or indirectly, through control of m	nanufacture or sale of radio	Sed	ctio	n II.E X
ä	las the transferee, or any party to this application, or a a crime for which the penalty imposed was a fine of \$ exhibit No a statement relating the facts.		r more? If "YES", attach as	>		X
	s transferee, or any person directly or indirectly controll 9? If "YES", attach as Exhibit No a statement i	ing the transferee, presently a party in any matter re elating the facts.	eferred to in Items 17, 18, or	>		X
	s transferee directly or indirectly, through stock owner adio stations licensed by this Commission? If "YES", o		rship or control of any other	> See	X Sec	ction
	las applicant ever been directly or indirectly intereste em 21 above? If "YES", give (a) call sign and service,			>		X

					T
00 Will be 600		Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following.	• •	a brief statement of the proposed changes.			1 ,,
		attach as Exhibit No a description of positions	_		X
	ents for prompt maintenance or repair of		>		X
		station? If "YES", in Exhibit No, describe the		*See	Sectio
		onsibility to be changed and proposed positions and onsibilities are to be divided with any other business,	- (Jectio
	of each such business and submit copy		>	II.C	
24. If transferee is a corporation, is stock of	transferee to be sold after this consen	nt is issued for any other purpose? If "YES", explain			1
purpose in Exhibit No. * *Trans	feree stock will contin	nue to be publicly traded	>	Χ	
 Does transferee now hold any obligations which acquired, and the dates on which the 		hibit No, describe the obligations, methods by	>		X
•	-	acilities and/or operations involved berein? If "YES" e			1-22
attach as Exhibit No. * a single certif	fied copy of such authorization. and 1	cant will obtain all necessary state ocal approvals	>		
		s governing the services which are the subject of this			
application?			>	X	ļ
		uction and operation is in compliance with current		v	1
authorizations and the Commission's I		to the first and	_	X	
		how the instant proposal will be in the public interest, and current or prospective subscribers. The statement		*See S IV	Section
• • • • • • • • • • • • • • • • • • • •		yees or individuals closely related to the management	ľ	- v	1
or control of the facilities of the transferee	and any subscriber.				
29. If corporate permittee or licensee holds ar		• • • • • • • • • • • • • • • • • • • •	ł		
		bes transferee represent that it has, or has reasonable	- [
assurance that it will have, the ability to the estimated operating expenses for t		any such facilities within the construction period, and	>		X
		ated less than one year; or involve facilities that have	-		 -
		ndom selection proceeding in which the successful	- 1		1
applicant received a preference and th	at have been operated for less than one	e year?	>		X
•	_ ,,	is true and correct, including any contracts or other		1,	ļ
instruments submitted, and that said infor			≯	X	
 Does transferee acknowledge that, if Com and Commission must be notified by letter 		nust be completed within 45 days of date of consent	>	Χ	
CERTIFICATION: Neither the applicant nor	any other party to the application is su	bject to a denial of Federal benefits that includes FC	C b	enefits ou	ursuant to
		of a conviction for possession or distribution of a co			
		al part hereof and are incorporated herein as if set out			pplication;
	,,	tete and correct to the best of his (her) knowledge and			
		prisonment (U. S. Code, Title 18, Section 1001) an and or forfeiture (U.S. Code, Title 47, Section 503).		revocation	on of any
Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	D	ate	
New Shareholders of Arch	M.S.	Executive Vice President,	1	AUG 2	6 1998
Communications Group, Inc.	Will Ken-	Technology and Regulatory A	ł		
	The state of the s				

EXHIBIT 1 PAGE 1 OF 1

WESTLINK LICENSEE CORPORATION

CALL SIGN	RADIO SERVICE	CODE	PART
WGX437	Point-to-Point Microwave Service	PTP	101
WGX438	Point-to-Point Microwave Service	PTP	101
WGX439	Point-to-Point Microwave Service	PTP	101
WHE542	Point-to-Point Microwave Service	PTP	101
WHE543	Point-to-Point Microwave Service	PTP	101
WHQ455	Point-to-Point Microwave Service	PTP	101
WHQ456	Point-to-Point Microwave Service	PTP	101
WLB854	Point-to-Point Microwave Service	PTP	101
WLB855	Point-to-Point Microwave Service	PTP	101
WLN790	Point-to-Point Microwave Service	PTP	101

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WESTLINK LICENSEE CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 1994, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen, Secretary of State

2371051 8100

944002652

AUTHENTICATION

01-21-94

7003991

CERTIFICATE OF INCORPORATION

CF

WESTLINK LICENSEE CORPORATION

7, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Cartificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Westlink Licensey Corporation

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE !!!

The purpose of the Corporation shall be to engage in any lawful act or activity for which opporations may be organized and incurporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 1000 shares of capital stock, all of which shares Enall be shares of Common Stock. S.Cl par value ("Common Stock").

Section 2. Except as otherwise provided by law the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the By-Lawe of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In Surtherance and not in limitation of the powers conferred by law, the Board is expressly approprized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of

the Board or by written concent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delawere at the time in force may be added or inserted, in the manner new or hereafter prescribed by law; and all rights, preterences and privileges of Whatsonver nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or so hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Biractors. A director of the Corporation shall not be personally liable to the Corporation of its stockholders for monetary manages for breach of fiduciary duty as a director except for liability (1) for any breach of the director's duty of levalty to the Corporation or its stockholders, (ii) for access or omissions not in good faith or which involve in tentional misconduct or a knowing violation of law. (iii) under Section 174 of the General Corporation Law of the State

of Delaware, or (IV) for any transaction from which the director derived an improper personal benefit.

Section 2. Indomnification and Insurance.

(a) Right to Indennification. Each person who was or is made a party or is threataned to be made a party to or is involved in any action, suit or proceeding, whether eavil, criminal, administrative or investigative (hereinafter a "proceeding"), by resean of the fact that he or ane, or a DEFECT Of Whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director. officer, employee or agent of enother corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. whether the basis of such proceeding is alleged action in on official capacity as a director, officer, employes or agent or in any other especity while serving as a director. officer, employee or agent, shall be indemnified and held harmiass by the Corporation to the fullest extent authorized by the General Corporation Law of the State of pelaware. as the same exists or may heresiter be amended (but, in the case of any such amendment, only to the extent that such emendment permits the Corporation to provide broader indemnification rights then said law permitted the Corporation to provide prior to such amendment), against all expense, limitity and

loss (including attorneys' fess, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in sonnection therewith and such indemnification shall continuo as to a person who has ceased to be a director, officer, employed or agent and shall inure to the benefit of his or her heirs, executors and administrators: provided, however, that, except as provided in paragraph (t) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such preceeding (or part thereof: was authorized by the Board. The right to indemnification conforred in this Section shall be a contract wight and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in edvance of its final disposition: provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her depacity as a director or difficur (and not in any Other capacity in Which service was or is rendered by such person while a director or officer, including, without limitotion, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so edvanced if it shall ultimately so determined that such director or officer is not entitled to be indemnified under

this Section or otherwise. The forporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and affect as the investigation of directors and officers.

(b) Right of Claimant to Brine Suit. If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claiment may at any time thereafter bring suit against the Corporation to recover the unpoid amount of the claim and, if successful in whole or in part, the claiment shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enicree & claim for expenses incurred in defending any proceeding in advance of its finel disposition where the required underteking, if any is required, has been tendered to the Corporation) that the claiment has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Dolaware for the Corporation to indemnify the cleiment for the amount claimed, but the burnen of proving such defense shall be on the Corporation. Neither the fallure of the Corporation (including its Board of Directors. independent legal counsel, or its stockholders) to have made s determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable Standard of

conduct set forth in the General Corporation taw of the State of Delaware, nor an actual determination by the Corporation [including its Board of Directors, independent legal counselor its stockholders] that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

- nification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conterned in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute. provision of the Cartificate of Incorporation. By-law, agreement, vote of stockholders or disinterested directors or otherwise.
- (d) Insurance. The Corporation may maintain in surance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the passe of Delaware.

ARTICLE IX

The name and mailing address of the incorporator is David M. Silk, Sag., c/o Wachtell. Lipton. Rosen & Matx. Si West \$2nd street. New York. New York 18819.

IN WITHESS WHEREOF, I. the Undersigned, being the incorporator hereinbefore named, do hereby further certify that the facts hereinabove stated are truly set forth and, accordingly. I have hereunte set my hand this 23th day of January, 1894.

Devid M. Silk Incorporator

	RAL COMMUNICATION	NS COMMISSION	Approved 3060- Est. Burde	0048	FC	C USE ONLY		
APPI	ngton, DC 20554 _ICATION FOR C 47 CFR 21, 23, 25 and 101)			CONT	ROL			
	1 - To be completed by Pe							
1(a) 1	Name of Corporate Permit	tee or Licensee See	Section I	I.C				
-	Arch Capitol				1.0			
P	M <mark>ailing Street Address or P.</mark> 1800 West Par				Ca	Il Sign or Other FCC Id	entifier	
	Westborough,	•	200		S	ee Exhibit	1	
ī	nternet Address	1111 01301				00 11111111111		
(b) F	Fee Data. Refer to 47 CFR S	Section 1.1105, the Commo	n Carrier or Wirele	ss Telecom			es.	
Line No.	(1) Fee Type Code	(2) Fee Multiple	Fee Due for Fee	(3) Type Code ii	•	C USE ONLY		
	 	ed FCC Form 1		Type Code II	1 (0)(1)			
	See associati	ed rcc roll 1						
Add a	 all amounts in Column (3), lir	nes 1 and 2	\$					
Remi	t this amount with your a	oplication.	>> \$					
	Permits or Licenses held by If Control is sought in this ap			1	and Street A n sferor	ddress or P. O. Box, Ci	ty, State an	d ZIP Code
	ll Sign (b) File Number		of Stations			holders of Arc	h Commu	nications Group
(,	(,	(1)		1		Park Drive,	Suite	250
See	e Exhibit 1					n, MA 01581 ddress or P. O. Box, Ci	Ctoto on	d 7ID Code
					and Sueel A Isferee	datess of P. O. Box, Ci	ıy, Stat e arı	u zir code
						rs of Arch Com		-
						Park Drive,	Suite	250
				Westb	orough	, MA 01581		
_	Permittee or Licensee repres That there is attached to company.	this application as Exhibit	No. 2 a certific	ed copy of th	e Articles of	Incorporation (charter)	of the pern	nittee or licensee
	That there is now on file where filed:	with the Commission a cur	rrent certified copy	of the Article	es of Incorpo	oration of the permittee of Date filed:	or licensee	company. Indicate
	FICATION: The undersigned							
	and are incorporated herein to the best of his (her) know		plication; and certif	ies that all th	e statement	s made in Part 1 of this	application	are true, complete and
Willful	false statements made or	this application are pun	ishable by fine ar	nd/or impris	onment (U.	S.Code, Title 18, Sect	ion 1001),	and/or revocation of
	ation license or construct		le 47, Section 312	2(a)(1)), and		re (U.S.Code, Title 47, re Held by Person Sig		03). Date
	ee (Must agree with Item	1/-	26/			-		AUG 2 6 1998
Arch	Capitol District	, Ibc.	Xlu	•	i	.ve Vice Presid .ogy and Regula	•	l l
	I - To be completed by Tra							
6(a) T	ransfer of Control will be ac	complished by: (check one)	(b) Shares		No. of Shares		Classification
Γ	Sale or other transfer or	assignment of stock		Shares to t			(comn	non, preferred, etc.)
_	(Complete item 6(b)).	•		transferred				
	Other (e.g., voting trust a	agreement, management		Shares iss	ued			
_	contract, Court Order, et	c.) See Section II	I.C	and outsta	nding			
				Shares aut				
	Attach as Exhibit No a opies of Court Orders, etc.	a statement on how control See Sections	is to be transferred II.C and	I, and copies VII. A	of any perti	nent contracts, agreem	ents, instru	ments, certified
	FICATION: The undersigne					be transferred until the	Commissi	on's conset has been
	d, but that transfer must be			nsents; that	all attached	exhibits pertinent to P	art II of thi	s application are true,
Willful	te and correct to the best of false statements made on	this application are puni	ishable by fine an					
	tion license or constructi		le 47, Section 312					
	I/Tyed Name of Transferor se (Must agree with Item 3	1 2	DNC Z	/ [ˈ	•	Held by Person Signi	0,	AUG 2 6 1998
	ing Shareholders nications Group,		112 V.			ve Vice Presid ogy and Regula	•	
- January	J. J	- Janua f			10011101	FCC 704 - Page		

8	3. Transferee is: (check one)				
Ĭ	INDIVIDUAL PARTNERSHIP	X CORPORATION	UNINCORPORATED AS	SOCIATIO	NC
9). Attach as Exhibit No. * a statement of transferee's princi	pal business. *See Sect	ion VII.D		
10	 Attach as Exhibit No. * a statement of the businesses, e member if a partnership, and all principals if a corporation, an activity. *See Section VII.D 		mmunications in which individual trans , (b) location of activity, and (c) hours d		
		Place an "X" i	n the appropriate column.	YES	NO
11.	. Is individual transferee, or if partnership each member of part	nership, a citizen of the United States	?	N	/A
12	. Is transferee or any party to this application a representative of	of an alien or of a foreign government?	>		Х
13.	If transferee is a partnership, attach as Exhibit No one details thereof.	copy, properly certified of the partnersl	nip agreement, or if oral, complete	N	/A
14.	. If transferee is a Corporation (including joint stock companies	s) or Association, answer the following	:		
	a. Under laws of what State or Country is it organized? De]				
	(1) Attach as Exhibit No. * a certified copy of the Articl			Section	n VII
	(2) Attach as Exhibit No. * the names, addresses and stockholders owning and/or voting 10 percent of more				
	b. Is any director of officer an alien?				X
	 c. Is more than one-fifth of the capital stock owned of record government or representatives thereof, or by a corporation 				Х
	d. Is transferee directly or indirectly controlled by an other cor of all such controlling corporations to and including organiza in 14a through c above.	•			Х
	e. Is transferee directly or indirectly controlled by any other conaliens?	rporation of which any officer or more t	nan one-fourth of the directors are		Х
	f. Is more than one-fourth of the capital stock of any contro representatives, or by a foreign government or representati government?				X
15.	. Is transferee directly or indirectly interested in or affiliated with line message telephone service? If "YES", and transferee is neelating the facts.				X
16.	. If permittee or licensee holds any Multipoint Distribution Servinterested in or affiliated with, or has leasing arrangements with description of the relationship and a map showing overlap of barea, if any.	th a cable television company? If "YES	6", submit as Exhibit No a	N	/A
17.	. Has transferee or any party to this application had any station license or renewal denied by the Commission? If "YES", attach	n authorization revoked or had any ap as Exhibit No a statement relatir		But se	Х е
18.	. Has any court finally adjudged the transferee, or any person director attempting unlawfully to monopolize radio communication, apparatus, exclusive traffic arrangement, or any other means of a statement relating the facts.	directly or indirectly, through control	of manufacture or sale of radio	Sectio	n II. X
19.	. Has the transferee, or any party to this application, or any pers a crime for which the penalty imposed was a fine of \$500 or Exhibit No a statement relating the facts.		transferee ever been convicted of		X
20.	Is transferee, or any person directly or indirectly controlling the 19? If "YES", attach as Exhibit No a statement relating		atter referred to in Items 17, 18, or		Х
21.	. Is transferee directly or indirectly, through stock ownership, coradio stations licensed by this Commission? If "YES", give (a)		d (c) name of licensee below.	X See Se	ction
22.	Has applicant ever been directly or indirectly interested in the Item 21 above? If "YES", give (a) call sign and service, (b) local				Х

	Place an "X" in the appropriate column.		YES	NO
23	. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):		ļ	
	a. Changes in the services currently offered? If "YES", attach as Exhibit No a brief statement of the proposed changes.	>		X
	b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	>		Х
•	c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. * , describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	>	*See II.C	Section
24.	If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. *Transferee stock will continue to be publicly traded	>	Х	
25.	Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No, describe the obligations, methods by which acquired, and the dates on which they were obtained.	>		Х
26.	Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES" attach as Exhibit No. * a single certified copy of such authorization. and local approvals	· •		
27.	a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	>	Х	
•	b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	>	Х	
28.	Attach as Exhibit No. * a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.		*See IV	Section
29.	If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
	a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	>		X
-	b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	>		Х
30.	Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	>	Х	
31.	Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	>	Х	
Sec	RTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FC ction 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution or distribution for a conviction for possession for a co	ntroi in fu	lled subst Il in this a	ance. The

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch	As .	Executive Vice President,	AUG 2 6 1998
Communications Group, Inc.	Tall duch	Technology and Regulatory Af	fairs

EXHIBIT 1 PAGE 1 OF 1

ARCH CAPITOL DISTRICT, INC.

CALL SIGN	RADIO SERVICE	CODE	PART
WHQ965	Point-to-Point Microwave Service	PTP	101
WHQ966	Point-to-Point Microwave Service	PTP	101
WHQ967	Point-to-Point Microwave Service	PTP	101
WLC626	Point-to-Point Microwave Service	PTP	101
WLC627	Point-to-Point Microwave Service	PTP	101
WLC628	Point-to-Point Microwave Service	PTP	101
WLC629	Point-to-Point Microwave Service	PTP	101
WLC630	Point-to-Point Microwave Service	PTP	101
WLS910	Point-to-Point Microwave Service	PTP	101
WLS911	Point-to-Point Microwave Service	PTP	101
WLS912	Point-to-Point Microwave Service	PTP	101
WLS913	Point-to-Point Microwave Service	PTP	101
WLS914	Point-to-Point Microwave Service	PTP	101
WLS915	Point-to-Point Microwave Service	PTP	101
WLT200	Point-to-Point Microwave Service	PTP	101
WLT202	Point-to-Point Microwave Service	PTP	101
WLT203	Point-to-Point Microwave Service	PTP	101
WLT204	Point-to-Point Microwave Service	PTP	101
WLT210	Point-to-Point Microwave Service	PTP	101
WLT211	Point-to-Point Microwave Service	PTP	101

CERTIFICATE OF INCORPORATION

OF

ARCH CAPITOL DISTRICT, INC.

Under Section 402 of the Business Corporation Law

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law, certifies that:

<u>FIRST</u>: The name of the corporation is Arch Capitol District, Inc.

SECOND: The corporation is formed for the following
purpose or purposes:

To carry on a communications services business, including paging, mobile telephone and answering services, and such other communications services as may be desirable.

To engage in any other lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation is to be located in the City of Schenectady, County of Schenectady, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand, all of which are of a par value of ten dollars each, and all of which are of the same class.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 9th Floor, 77 Franklin Street, Boston, MA 02110.

Page 2

The name and the address within the State of New York of the registered agent of the corporation are as follows:

NAME

ADDRESS

The Prentice-Hall Corporation System, Inc.

136 Madison Avenue New York, NY 10016

Said registered agent is to be the agent of the corporation upon whom or upon which process against the corporation may be served.

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: Any one or more members of the Board of Directors of the corporation or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Except as may otherwise be specifically provided in this certificate of incorporation, no provision of this certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to any person or persons in the capacities defined and prescribed by the Business Corporation Law and the defined and prescribed rights of said person or persons to indemnification as the same are conferred by the Business Corporation Law.

Subscribed and affirmed by me as true under the penalties of perjury on March 17, 1986.

Garry B. Watzke, Incorporator

77 Franklin Street Boston, MA 02110

GBW25:jc5

	14 AL COMMUNICATION gton, DC 20554	NS COMMISSION		i by OMB -0048 n: 8 Hours	FCC	USE ONLY	
		ONSENT TO TRA		F CONTR	OL		
	- To be completed by Pe						
		tee or Licensee See	Section 1	II.C	·		
7	Westlink of N	<u>lew Mexico Lic</u>	censee Co				
		O. Box, City, State and ZIP			Call	Sign or Other FCC Id	entifier
		ck Drive, Suit	te 250				1
	Vestborough, ernet Address	MA U1581			1 56	ee Exhibit	<u> </u>
	offier Address						
(b) Fe	e Data. Refer to 47 CFR S	Section 1.1105, the Commo	n Carrier or Wirele	ess Telecommu	nications E	Bureau Fee Filing Guid	es.
Line	(1)	(2)		(3)	FCC	USE ONLY	
No.	Fee Type Code	Fee Multiple	Fee Due for Fee	Type Code in (b)(1)		
1	See associat	ed FCC Form 1	59 \$				
2		<u> </u>	\$				
	amounts in Column (3), linthis amount with your a		>> \$		1		
2. Pe	rmits or Licenses held by	Corporation for which a Trapplication. (See instructions	nsfer	3. Name and of Transf		dress or P. O. Box, Ci	ty, State and ZIP Code
(a) Call	Sign (b) File Number	(c) Service (d) No.	of Stations				h Communications Grou
				1		ark Drive,	Suite 250
See	Exhibit 1					, MA 01581	h. Clabs and 7ID Code
				of Transf		dress of P. O. Box, Ci	ty, State and ZIP Code
				New Shar	eholder	s of Arch Com	munications Group, In
				1		ark Drive,	Suite 250
				Westbo	rough	<u>, MA 01581</u>	
	rmittee or Licensee represement that there is attached to company.	• •	No. 2a certifi	ed copy of the	Articles of I	ncorporation (charter)	of the permittee or licensee
	That there is now on file where filed:	with the Commission a cur	rent certified copy	of the Articles	of Incorpor	ation of the permittee of Date filed:	or licensee company. Indicate
nereofan correct to	d are incorporated herein a the best of his (her) know	as if set out in full in this app dedge and belief.	olication; and certif	fies that all the s	statements	made in Part 1 of this	inent to Part 1 are a material part application are true, complete and ion 1001), and/or revocation of
		on permit (U.S. Code, Tit					
	Tyed Name of Permittee		Naci de la	_ T	itle (Office	Held by Person Sig	ning) Date
	e (Must agree with Item : nk of New Mexico	" 11	5/5/	E	xecutiv	ve Vice Presid	ent, AUG 2 6 1998
Licens	see Corporation	Cent	N	200 I	echnolo	ogy and Regula	tory Affairs
	To be completed by Tra			<i>O</i>		T	
o(a) Tra	inster of Control will be ac	complished by: (check one))	(b) Shares		No. of Shares	Classification (common, preferred, etc.)
	Sale or other transfer or (Complete item 6(b)).	assignment of stock		Shares to be transferred			(common, preferred, etc.)
X		agreement, management c.) See Section II	T. C	Shares issue and outstandi			
	,	, 200 200012011 11		Shares autho	rized		
	ach as Exhibit No a ies of Court Orders, etc.	statement on how control See Sections	is to be transferred II.C and	d, and copies of	any pertin	ent contracts, agreem	ents, instruments, certified
ceived, omplete	but that transfer must be and correct to the best of	completed within 45 days his (her) knowledge and be	if Commission co lief.	onsents; that al	attached	exhibits pertinent to P	Commission's conset has been art II of this application are true,
nınuı ta ny stati	ise statements made on on license or constructi	this application are puni on permit (U.S. Code, Titl	snable by fine ar le 47, Section 312	nu/or imprison 2(a)(1)), and or	ment (U.S. forfeiture	.Code, 1 itle 18, Secti (U.S.Code, Title 47.	on 1001), and/or revocation of Section 503).
rinted/T censee	yed Name of Transferor (Must agree with Item 3	Signature (1)	25/	Titl	e (Office H	leld by Person Signi	ng) Date
	ng Shareholders	of Arch	7/18/1			ve Vice Presid	

FCC 704 - Page 1 May 1998

PAF	RT III - To be completed by Transferee		
-	Transferee is: (check one) INDIVIDUAL PARTNERSHIP SCORPORATION UNINCORPORATED A	ASSOCIATI	ON
9	Attach as Exhibit No. * a statement of transferee's principal business. *See Section VII.D		
10	Attach as Exhibit No. * a statement of the businesses, employment, or activities, other than communications in which individual transmember if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours activity. *See Section VII.D		
	Place an "X" in the appropriate column.	YES	NO
11.	Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	N	I/A
12.	Is transferee or any party to this application a representative of an alien or of a foreign government?	-	X
13.	If transferee is a partnership, attach as Exhibit No one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N	/A
14.	If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
	a. Under laws of what State or Country is it organized? Delaware	1	
	(1) Attach as Exhibit No. * a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *S	e e Secti	on VII.E
_	(2) Attach as Exhibit No. * the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section VII.D		
_	b. Is any director of officer an alien?	<u> </u>	X
	c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized unders the laws of a foreign government?	-	Х
	d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	•	Х
•	e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?		Х
-	f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?		Х
15.	Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No a statement relating the facts.	•	Х
16.	If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.		/A
17.	Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No a statement relating all the pertinent circumstances.	►But se	X e
18.	Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No a statement relating the facts.	Sectio	n II.B X
19.	Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No a statement relating the facts.		Х
20.	Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No a statement relating the facts.		Х
21.	Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service. (b) location, and (c) name of licensee below.	X See Se VII.D	
	Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.		Х

23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):						1
	a. Changes in the services currently offer	red? If "YES", attach as Exhibit No a bri	ef statement of the proposed changes.	>		X
		enance or repair of facilities? If "YES", attach a ents for prompt maintenance or repair of facilitie	<u> </u>	>		X
•	c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business,					
		rs of physical supervision. (When responsibility feach such business and submit copy of work	!·	<u>→</u>	II.C	
24.	If transferee is a corporation, is stock of purpose in Exhibit No. *Transi	transferee to be sold after this consent is issuferee stock will continue t	ued for any other purpose? If "YES", explain to be publicly traded	>	X	
25.	Does transferee now hold any obligations which acquired, and the dates on which the	of licensee corporation? If "YES", in Exhibit No. ney were obtained.		>		Х
26.	Does local or state law require any autho attach as Exhibit No. * a single certifi	rization to transfer the control of the facilities ide copy of such authorization. and local	and/or operations involved herein? If "YES" approvals	>		
27.	 a. Is transferee personally familiar with the application? 	e provisions of the Commission's Rules govern	ing the services which are the subject of this	>	Х	
-	b. Has transferee examined the subject authorizations and the Commission's F	facilities and determined that construction a Rules?	nd operation is in compliance with current	>	Х	
28.	and disclosing all relationships, affiliations	atement, setting forth facts which show how the or connections between the transferee and curre stockholders, officers, directors, employees or i and any subscriber.	ent or prospective subscribers. The statement		See S	ection
29.	If corporate permittee or licensee holds an	y authorizations for Part 21 stations, answer (a	a) and (b) below:	7		
		have not been constructed? If "YES", does trans meet the expected cost of constructing any sucl welve months?	h facilities within the construction period, and	_		X
-	not been constructed; or involve faciliti	omparative hearing and have been operated lesties that were authorized following a random seat have been operated for less than one year?	election proceeding in which the successful	>		Х
30.		ation given in Part III of this application is true a mation and contracts (if any) constitute the full		>	Х	
31.	Does transferee acknowledge that, if Com and Commission must be notified by letter	mission consents, transfer of control must be within 10 days of consummation?	completed within 45 days of date of consent	>	Х	
Sec	tion 5301 of the Anti-Drug Abuse Act of 1 ersigned represents that all the attached ex	988, 21 U.S.C. Section 862, because of a con whibits pertinent to Part III are a material part he	a denial of Federal benefits that includes FC0 nviction for possession or distribution of a concreof and are incorporated herein as if set out in correct to the best of his (her) knowledge and	trolle full	ed substa in this ap	ince. The
		cation are punishable by fine and imprisonr c. Code, Title 47, Section 312(a)(1)) and or fo	nent (U. S. Code, Title 18, Section 1001) and orfeiture (U.S. Code, Title 47, Section 503).	/or r	evocatio	on of any
Тур	ed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Da	ate	
	Shareholders of Arch Mmunications Group, Inc.	Full Yung	Executive Vice President, Technology and Regulatory Af		JG 2 6	1998
						_

Place an "X" in the appropriate column.

YES

NO

EXHIBIT 1 PAGE 1 OF 1

WESTLINK OF NEW MEXICO LICENSEE CORPOPORATION

CALL SIGN	RADIO SERVICE	CODE	PART
WHE427	Point-to-Point Microwave Service	PTP	101
WHE437	Point-to-Point Microwave Service	PTP	101
WHE438	Point-to-Point Microwave Service	PTP	101
WHE440	Point-to-Point Microwave Service	PTP	101
WHE441	Point-to-Point Microwave Service	PTP	101
WHE442	Point-to-Point Microwave Service	PTP	101